

CSOAM

GENERAL BY-LAWS

CSOAM Founding Committee May 22, 2013

1. OBJECTIVES

Promotion, protection, expansion, and integration of Osteopathic Manual Practice/ Alternative Medicine into everyday health care through support education, research and practice in the Osteopathy and Alternative Medicine field, collaboration & scientific exchange with Practitioners in Canada and Internationally.

2. HEAD OFFICE

The Head Office of the CSOAM shall be in the city of Toronto, in the Province of Ontario, or at such a place as determined by the Board of Directors.

3. MEMBERSHIP CATEGORIES:

A. FULL MEMBERS

Individuals interested in advancing the interests of the CSOAM. Who are graduates of a Canadian or overseas Osteopathic college that must meet the Benchmark guidelines (Benchmarks for Training in Osteopathy by the WHO). Completed at least a 4 year DOMP program (Diploma of Osteopathy Manual Practitioner) that equals at least 4200 Lecture Hours and 1000 hours clinical training. Or other Alternative Medicine Practitioners. Voting classifications may be set out into subcategories at the discretion of the Board of Directors.

B. ASSOCIATE MEMBERS (INCLUDING OVERSEAS)

Canadian or international individuals interested in advancing the interests of the CSOAM. Who are DOMP or DO not practicing osteopathy in Canada in any capacity (unless currently practicing overseas, compliance with regulations in country of operation is required). Or other Alternative Medicine Practitioners. Voting classifications may be set out into subcategories at the discretion of the Board of Directors.

C. STUDENT MEMBERS

Individuals interested in advancing the interests of the CSOAM. Who are currently studying Osteopathy/ Alternative Medicine in certain Canadian educational institutions approved by CSOAM.

MEMBERS IN GOOD STANDING

Members who are up to date on their membership fees.

D. APPLICATION FOR MEMBERSHIP

Shall be submitted on the prescribed form to the CSOAM, and upon receiving approval of the designated admissions committee the individual applicant becomes a member.

E. CODE OF ETHICS

All members of the CSOAM shall comply with the Code of Ethics, which shall set the conduct expected of members. The Code of Ethics shall be established and may be amended from time to time by the Board of Directors by resolution.

F. RESIGNATIONS

A member may resign by written notification to the CSOAM and the resignation shall become effective upon their reception. A member remains liable for payment of any dues and/or assessments which became payable before reception of the resignation.

G. DISCIPLINARY ACTIONS

Disciplinary actions will be taken against any member whose conduct has been determined by the Board of Directors to be improper, unbecoming or likely to endanger the interests or reputation of the CSOAM or professions involved, or who has committed a breach of the General By-laws or the Code of Ethics of the CSOAM.

H. TRANSFER OF MEMBERSHIP

Membership is held individually and may not be transferred.

4. MEETINGS OF THE ASSOCIATION

A. Voting members are entitled to receive notices of, and to attend, participate and vote at all meetings of the Membership. Others may be invited to attend for special purposes by the Board of Directors.

B. Only members in good standing will be allowed as of right to be present at meetings of the Membership.

C. The Annual General meeting of the CSOAM shall be held each year at such a time and place as decided by the Board of Directors for the purpose of conducting the affairs of the CSOAM.

D. If the Board of Directors deems it necessary or expedient, any matter may be submitted to the members to be voted upon by mail under such conditions as the Board of Directors may prescribe.

E. The Secretary-Treasurer shall give notice of Annual General and Special meetings by electronic or ordinary mail or other means deemed appropriate by the board at least thirty (30) days prior to the date of such meetings.

F. The Board of Directors shall determine the appropriate quorum at each meeting of members of the CSOAM.

G. Matters related to the conduct of meetings of the members of the CSOAM shall be governed by Roberts Rule of Order, or other such parliamentary procedures as deemed appropriate.

5. VOTING MATTERS

A. Each member in good standing shall have one vote at Annual General or Special meetings.

B. The Chair may cast a vote in addition to any otherwise entitled at meetings of the CSOAM in order to break a tied vote.

C. Only those members present at any given meeting have the right to cast a vote.

6. ORGANIZATION

The affairs of the CSOAM shall be managed by a Board of five (5) Directors. The number of Directors may be six (6) when the Past President is a Director by virtue of Section 11.C.

7. BOARD OF DIRECTORS

A. COMPOSITION

A Board of Directors of six (6) members, five (5) members elected by the corporation, and one (1) member (non-voting) being the Immediate Past-President of the CSOAM shall manage the property and business of the organization.

Elected members of the Board shall be elected at the annual meeting and shall hold office for a term of three (3) years subject to the transitional provisions appearing in this section. The initial terms of the first elected Board members upon the coming into effect of these bylaws shall end so that two (2) members complete their terms in three (3) years; two (2) members complete their terms in two (2) years, and one members term is completed in one (1) year.

For the purposes of meetings of the Board three (3) members shall constitute a quorum.

The office of a Board member shall be automatically vacated upon:

- a) The receipt of a written resignation of the member.
- b) If he/she is found to have become of unsound mind.
- c) A resolution being passed by two-thirds of the membership at a general meeting of the organization resolving that the Board member is removed from office.
- d) Death.

Should a vacancy in the elected members occur for any reason in the preceding sub-section, the Board would appoint a member of the organization to fill the vacancy. The term of this appointed person shall expire at the next annual meeting of the organization, and such vacancy shall then be filled by election at such meeting for the remaining unexpired term of the elected member responsible for the vacancy. Board members shall not be entitled to receive any stated remuneration for their services but at the discretion of the Board may be allowed reimbursement for expenses from time to time as deemed appropriate. Nothing herein shall be construed to preclude any Board member from serving the organization in any other capacity and receiving compensation therefore.

B. MEETINGS

- i. The Board of Directors shall meet at least once every six (6) months at the call of the President.
- ii. The President may call special meetings of the Board of Directors at any time, when in his/her judgment, such meetings will be for the best interests of the CSOAM.
- iii. The President shall call special meetings of the Board of Directors upon the written request of at least three (3) Directors.
- iv. A quorum shall be at least three (3) Directors.
- v. Meetings of the Board of Directors may be held by telephone conference call or by other communications technology, by means of which all persons participating in the meeting can hear each other or read what each one is writing.

C. DUTIES

- i. The Board of Directors shall have authority to exercise all powers between Annual and Special meetings, except to change the General By-Laws.
- ii. The Board of Directors may retain the services of an administrative assistant who may or may not be a member of the CSOAM. The terms of employment, remuneration and duties of an administrative assistant are to be established by the Board of Directors and set down in contracts between the CSOAM and the person engaged. The administrative assistant has neither voice nor vote at Board meetings and is not a member of the Board of Directors.

D. INDEMNIFICATION

- i. Every Director and his/her heirs, executors and administrators, and estates and effects, respectively, shall from time to time and all times, be indemnified and saved harmless out of the funds of the Organization, from and against;
 - a. all charges that he/she sustains in any proceeding brought against him/her for any actions taken in the execution of the duties of his/her office;
 - b. all other charges that he/she sustains in relation to the affairs of the CSOAM except those occasioned by his/her own willful neglect or default or fraud.

E. VOTING RIGHTS & PROCEDURES

Only directors in attendance at meetings of the Board of Directors may vote. In the case of an equality of votes, the Chair shall cast the deciding vote. Proxies are not accepted at meetings of the Board of Directors.

F. CONFLICT OF INTEREST & CONFIDENTIALITY

Every director shall abide by conflict of interest, confidentiality and other policies developed by the Board of Directors and amended from time to time.

8. OFFICERS

A. There shall be a President, Vice-President and Secretary-Treasurer, who shall be elected in that order by and from the Board of Directors at its first meeting held immediately after the annual election of Directors at the Annual General meeting, and an Immediate Past-President.

B. The elected officers (President, Vice-President and Secretary-Treasurer) shall serve for a term of one (1) year or until their successors are elected, but shall be eligible for re-election in any year.

C. The retiring President in each year shall be appointed the Immediate Past President and shall, if not then an elected Director, be appointed as an additional member of the Board with voice and vote.

9. DUTIES OF OFFICERS

A. PRESIDENT

The President shall:

i. preside as Chair at meetings of the members of the CSOAM, the Executive Committee and, in absence of the Immediate Past President, the Board of Directors.

ii. shall be charged with the general management and supervision of the affairs and operations of the CSOAM.

B. IMMEDIATE PAST PRESIDENT

The Immediate Past President shall:

i. preside as Chair of the Board at meetings of the Board of Directors.

ii. in consultation with the President prepare the agenda for meetings of the Board.

iii. chair the Nominating Committee.

iv. perform all specific duties assigned by the President or the Board.

C. VICE-PRESIDENT

The Vice-President shall:

i. fulfill the duties of the President during the temporary absence or inability of the President to perform the duties of the office.

ii. chair the Strategic Planning Committee.

iii. perform all specific duties assigned by the President or the Board.

D. SECRETARY-TREASURER

The Secretary-Treasurer shall:

i. be responsible for circulating notices, agenda, and minutes of meetings of members, the Board and the Executive Committee.

ii. ensure the preparation and maintenance of minutes of meetings.

iii. be responsible for the maintenance of correspondence, contracts and records of the CSOAM.

iv. be custodian of the seal of the CSOAM.

v. maintain a current list of the Members of the CSOAM, with different classes of members identified.

- vi. keep full and accurate account of the financial transactions of the CSOAM.
- vii. present a financial report to the Board and Executive Committee, when required, and a full audited statement to each Annual General meeting.
- viii. Chair the Finance and Administration Committee.

10. COMMITTEES

The Board of Directors may establish committees from time to time to assist it in carrying out the work of the CSOAM, such as the Membership Committee, the Advertising Committee, the Continuing Education Committee, and the Professional Association Liaison Committee. The committees will operate under the direction of and report to the Board of Directors and the Board will approve an annual budget for each committee. The Board Of Directors will annually appoint a member of the CSOAM to Chair each committee.

11. FINANCIAL MATTERS

A. FISCAL YEAR

The fiscal year of the Association shall be from January 1 to December 31.

B. AUDITOR

There shall be an auditor appointed annually by the CSOAM at the Annual General meeting, or in default of such appointment, by the Board of Directors, to audit the accounts of the CSOAM.

The auditor shall not be a member of the CSOAM and shall be a duly qualified accounting practitioner authorized to perform audits.

C. MEMBERSHIP FEES AND ASSESSMENTS

- i. Membership fees for the ensuing and/or current year or any part thereof shall be set by resolution of the Board of Directors and shall be presented to the members at each next Annual General or Special meeting for ratification.
- ii. If the Board of Directors proposes to increase membership fees by more than 10% per annum from those in effect at the time of the resolution, the increase shall require prior approval by a vote of the membership at a Special or Annual General Meeting. Notice of the proposed increase shall be provided to the voting membership at least thirty (30) days before such Special or Annual General Meeting.
- iii. The Board of Directors shall have the power to levy a special assessment from time to time against the members of the CSOAM, either to meet any deficit in the ordinary budget of the CSOAM, or for any special purpose within the objects of the CSOAM.
- iv. Any member failing to pay the assessment or dues, within thirty days of levy, shall be considered in arrears and may be suspended by resolution of the Directors for such period and on such terms as the Directors may determine.
- v. A member in default of payment of dues or assessment, whether suspended or not, shall not be

entitled to any benefits of membership, except by resolution of the Directors made on compassionate grounds.

vi. Registration fees for members for the Membership meetings shall be set by the Board of Directors.

D. DEPOSIT OF FUNDS

i. All monies belonging to the CSOAM shall be deposited in such bank or credit union or other financial institution as the Board of Directors may from time to time decide.

ii. The Board of Directors may from time to time by resolution appoint officials of the CSOAM to transact the banking business of the CSOAM.

iii. All monies belonging to the CSOAM which are, in the opinion of the Board of Directors, surplus funds not required for the day-to-day running and administration of the CSOAM, may be invested with such financial institution as the Board of Directors deems reasonable.

The Board of Directors shall not be responsible for any loss or damage that may be occasioned by reason of investments made by them in good faith and without wilful neglect or default.

E. BORROWING POWERS

The Board of Directors may in the ordinary course of business pass by-laws from time-to-time to borrow money and/or for mortgaging or pledging any of the real or personal property of the CSOAM to secure monies borrowed.

F. DEFENCE OF PRINCIPLES

The Board of Directors shall have the right to expend the monies of the CSOAM in defence of any member of the CSOAM who may be attacked, if such attack is, in the opinion of the Board of Directors, directed against the principles of the association. In the event that any member attacked belongs to another association, which provides for defending members, the CSOAM shall bear only its proportionate share of the expenses incurred.

12. SIGNING AUTHORITY

Contracts, cheques, documents and other instruments made in the name of the CSOAM shall be signed by any two officers of the CSOAM except when specific signing authority is granted to a designated officer, Director or staff member by motion of the Board of Directors.

13. SEAL

The seal of the CSOAM shall be in form as shall be prescribed by the Board of Directors and shall have the words "Canadian Society of Osteopathy & Alternative Medicine" inscribed thereon. The custody of the seal shall be entrusted to the Secretary-Treasurer or another officer whom the Board of Directors may designate.

14. PROCEDURE

Roberts Rules of Order shall govern all questions of order at meetings of the members, Board and committees where the same does not conflict with the General By-Laws.

15. NOTICE

Save and except notices required for proxy materials, in all matters in which the General By-Laws require notice to be given to members, such notice shall be deemed to have been duly given when sent by electronic mail to the last address given in writing to the Secretary-Treasurer by the respective member. In addition, the association web site will publish such notices.

16. AMENDMENT TO THE GENERAL BY-LAWS

- i. The General By-Laws shall be altered or amended upon the affirmative vote of, two thirds (2/3) of the voting members in good standing present or represented by proxy at an Annual General meeting or, a majority of the voting members present or represented by proxy at a Special meeting called for that particular purpose.
- ii. Amendments shall be proposed in writing and copies mailed to each member at least thirty (30) days before such Special or Annual General meeting.
- iii. In construing the General By-Laws of the CSOAM all necessary changes of gender and number shall be made as each case requires and the provisions therein shall apply mutatis mutandis.